INTERNATIONAL ASSOCIATION OF EXHIBITIONS & EVENTS

Exhibitions & Events Mean Business

Approved IAEE Board of Directors 19 September 2004
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International Association of Exhibitions and Events (IAEE)
Bylaws

PREAMBLE

These Bylaws govern the affairs of the International Association of Exhibitions and Events, a non-profit corporation organized under the Texas Non-Profit Corporation Act, as amended (the "Act"), and shall upon their adoption be the Bylaws of the Corporation.

ARTICLE I - NAME; REGISTERED OFFICE

Section 1. Name

The name of the Corporation is the International Association of Exhibitions and Events (sometimes referred to herein as the "Corporation" or "IAEE").

Section 2. Registered Office and Registered Agent

The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in the State of Texas. The registered office may, but need not, be the same as the principal office of the Corporation in the State of Texas. The Board of Directors may change the registered office and registered agent as provided in the Act.

ARTICLE II – PURPOSE AND MISSION

The Corporation globally promotes the unique value of exhibitions and events and is the principal resource for those who plan, produce and service the industry.

ARTICLE III - MEMBERSHIP

Section 1. General

The membership of the Corporation shall consist of five (5) classes: Voting Members, Auxiliary Members, Student Members, Honorary Members and Retired Members. The members of each class are collectively referred to herein as the "Members."

Section 2. Voting Members

The Voting Members of the Corporation shall consist of such organizations and entities, including sole proprietorships, which are involved in the management, planning, production, and support of exhibitions and similar events intended to bring buyers and sellers together.

Voting Members shall also include Faculty Membership for individuals employed as faculty in post-secondary academic programs, whose main employment, remuneration, direction, and efforts must be in a recognized academic institution, and they must be considered an employee with their institution.

Individuals who are involved in the management, planning, production, and support of exhibitions and similar events intended to bring buyers and sellers together and whose primary business address is outside of the United States, may also join as Voting Members.

Each Voting Member shall inform the Secretary of the Corporation or appointed staff/paid administration of the names of persons entitled by such Voting Member to represent the Voting Member in Corporation activities. Each Voting Member shall inform the Secretary or appointed staff/paid administration of the name of the person authorized by the Voting Member to vote on behalf of the Voting Member, provided, however, that if any Voting Member shall fail to inform the Secretary or appointed staff/paid administration, the primary contact for such Voting Member in the Corporation's records shall be deemed to be the person authorized to vote on behalf of such Voting Member. Any changes to such designations may be made at any time by advising the Secretary or appointed staff/paid administration in writing.

Section 3. Auxiliary Members

An Auxiliary Member is an individual who has an interest in the purpose of the Corporation and does not otherwise qualify for Voting Membership. Auxiliary Members shall not be entitled to vote, hold office or be a Director in the Corporation.

Section 4. Student Member

A Student Member is an individual who is engaged full-time in a program at a college or university. Student Members shall not be entitled to vote, hold office or be a Director in the Corporation.

Section 5. Honorary Member

An Honorary Member is an individual not otherwise eligible for membership in the Corporation who is elected by a two-thirds vote of the Board of Directors in recognition of significant contributions to the objectives and purpose of the Corporation. Honorary Members shall be exempt from the payment of dues and

shall be entitled to all the rights and privileges of membership except that Honorary Members shall not be entitled to vote, hold office or be a Director in the Corporation.

Section 6. Retired Members

A Retired Member is an individual who has been a Member of IAEE, or a designated representative of a Voting Member of IAEE, for ten (10) or more years and who is retired and no longer employed in the exhibition industry. For the purpose of this definition, "employed" shall mean substantial remuneration for any labor. Retired Members shall not be entitled to vote, hold office or be a Director in the Corporation.

Section 7. Member in Good Standing

In order to receive benefits and services as well as to serve as an officer, Director, or a member of a committee or task force of the Corporation or one of its chapters, a person must be employed by a Voting Member in good standing.

Section 8. Removal

Any Member, or any representative of a Member, may be removed, as the Board of Directors shall determine, for conduct prejudicial to the welfare, interest, or character of the Corporation by the affirmative vote of two-thirds of the Board of Directors; provided, however, that notice in writing, together with a copy of the charges and specifications shall have been sent to said Member, or representative of a Member, at least twenty (20) days before the meeting of the Board where such action shall be considered. A Member or its representative so accused may appear before the Board and may have legal representation at said meeting and shall have the right to appeal from the decision of the Board at the next Annual or Special Meetings of the Membership of the Corporation. The majority decision of the Voting Members of the Corporation present at such meeting shall be final.

ARTICLE IV - DUES

Section 1. Dues

Unless otherwise provided herein, the Board of Directors shall establish dues for all Members.

Section 2. Annual Membership

A dues invoice shall be sent to each Member annually. Any Member whose dues are sixty (60) days past due shall be dropped from membership after notification. Any Member who has been dropped may be reinstated during the same fiscal year by payment of the current fiscal year's dues.

ARTICLE V - MEETINGS OF THE MEMBERS

Section 1. Annual Meetings

There shall be an Annual Meeting of the Members of the Corporation during the last quarter of the calendar year as designated by the Board of Directors.

Section 2. Special Meetings of the Members

Special Meetings of the Members shall be held at such times and places as designated by the Board of Directors.

Section 3. Notice of Meetings

An electronic or hard copy notice of every meeting shall be provided to each Member entitled to vote at least thirty (30) days prior to such meeting.

Section 4. Voting by Mail

To the extent permitted by applicable law, a Member vote on any matter may be conducted by mail, or by electronic message (including, but not limited to, electronic mail or website submission), or any combination of such methods.

Section 5. Quorum for Regular and Special Meetings

At all meetings of the Members each Member entitled to vote at such meeting shall have one vote and may take part and vote in person or by proxy appointed in accordance with applicable law. At all meetings of the Members, a quorum shall consist of the presence (in person or by proxy) of ten (10) percent of those Voting Members entitled to vote at the meeting. The vote of the majority of the votes entitled to be cast by the Voting Members present (in person or by proxy) at a meeting in which quorum is present shall be the act of the Members, unless a greater number is required by law or by the Articles of Incorporation.

Section 6. Meeting Formats

Members can participate in and hold any Annual or Special Meetings in the following formats:

- **In-Person**:
  - Attending the meeting in person at a physical location designated for the meeting.
- **Telecommunication Options**:
  - Conference calls or similar audio communication tools that allow all participants to hear each other.
  - Suitable digital communication platforms, such as Zoom, Microsoft Teams, Google Meet, or any other video conferencing technology or internet-based system. This platform must include or be accompanied by a means to verify that each Member or appointed representative of the Member participating has authorized their involvement.

Participation in the meeting through these methods will be considered as attending in person, except if a member joins the meeting specifically to object to the transaction of any business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VI - OFFICERS

Section 1. Officers

The Officers of this Corporation shall be a Chairperson, a Chairperson-elect, Secretary, Treasurer, Member at Large, and the Immediate Past Chairperson, and such other officers as may be deemed necessary from time to time by the Board of Directors.

Section 2. Chairperson

The Chairperson shall be the chief elected officer of the Corporation. The Chairperson shall preside over all meetings of the Corporation. The Chairperson shall call and preside over all meetings of the Board of Directors and of the Executive Committee. The Chairperson shall appoint all standing and ad hoc committees and shall appoint industry liaison representatives. The Chairperson shall approve all IAEE sponsored or co-sponsored meetings other than chapter meetings. The Chairperson shall be an ex officio

member of all standing committees except the Nominating Committee. The Chairperson shall present a report at the Corporation's Annual Meeting regarding the state of the Corporation and its accomplishments during the year.

Section 3. Chairperson-Elect

The Chairperson-Elect shall act in the absence of the Chairperson and shall succeed to the Chairpersonship for the remainder of the unexpired term if the office is vacated. If they serve half a term or more as the Chairperson, a new Chairperson shall be elected at the next Annual Meeting, but if they serve less than half a term, the new Chairperson may serve a full term in addition to the unexpired term which they filled.

Section 4. Secretary

The Secretary shall be responsible for all records of the Corporation, keep minutes of all meetings of the Corporation and the Board of Directors, and shall perform all other duties common to this office.

Section 5. Treasurer

The Treasurer shall serve as Chairperson of the Finance Committee and account for all monies due to the Corporation and all disbursements. The Treasurer shall submit all reports required by the Government of the United States and the various States. The Treasurer shall make available to all Members in writing within ninety (90) days after the close of the fiscal year an independently audited financial statement

Section 6: Member at Large

The Member at Large of the Board carries a one-year term where one will be a part of the Executive Committee in making leadership decisions for the board and for IAEE.

Section 7. Immediate Past Chairperson

The Immediate Past Chairperson shall serve as Chairperson of the Nominating Committee.

Section 8. Term of Office

All Officers shall hold office for a term of one (1) year, or until their earlier resignation, removal or death and their successors are duly elected and qualified. Officers shall take office on adjournment of the business meeting at which they are elected.

Section 9. Bylaw Amendments

In any year in which there are Bylaw changes to this Article VI, they shall have no effect on any incumbent officer until the next regular election.

Section 10. Same Employment—Directors

Only one person from the same company may serve as a Voting Member officer. If for any reason, including without limitation change of employment, merger or acquisition, more than one Member employed by the same company are Directors serving simultaneously, the affected Directors will determine within forty-five (45) days which one director will remain on the Board and which must resign, or, in the absence of a decision between or among the affected Directors, both directors will be removed from the Board.

Section 11. Changes in Employment—Directors

If an officer has a change in employer and within sixty (60) days thereafter is not employed in the same membership class as

originally elected, the Board may, in its discretion, terminate such director's term in office or permit such director to continue their term for the full or partial term of office.

ARTICLE VII – EXECUTIVE STAFF

The Board shall engage a President and CEO whose term and conditions of employment shall be specified by the Board.

The President and CEO shall be the chief staff executive of the Corporation responsible for all management functions. The President and CEO shall manage and direct all activities of the Corporation as prescribed by the Board of Directors and shall be responsible to the Board. The President and CEO shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Corporation and adjust their compensation within the approved budget. As President and CEO, that individual shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Corporation.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. General Powers and Authority

The Board of Directors shall be the governing body of the Corporation and shall have the power to conduct all affairs of the Corporation, its committees, and its publications, except as may be otherwise provided by law, by the Articles of Incorporation or by these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Number

The Board of Directors shall consist of the Chairperson, the Chairperson-Elect, the Secretary, Treasurer, the Immediate Past Chairperson, the President and CEO (as an ex officio member), the Chairperson of each Industry Council, the Representative from the Past Chairpersons' Advisory Group (as an ex officio member) and a number of directors to be designated by the affirmative vote of a majority of the Directors then in office, provided that the total number of directors shall not be more than sixteen (16). The number of Directors may be increased or decreased from time to time by resolution of the Board, but no decrease shall have the effect of shortening the term of any incumbent Director. Each member of the Board of Directors shall be a representative of a Voting Member organization in good standing.

Section 3. Same Employment—Directors

Only one person from the same company may serve as a voting member on the Board of Directors including officers. If for any reason, including without limitation change of employment, merger or acquisition, more than one member employed by the same company are Directors serving simultaneously, the affected Directors will determine within forty-five (45) days which one director will remain on the Board and which must resign, or, in the absence of a decision between or among the affected Directors, both directors will be removed from the Board.

Section 4. Changes in Employment—Directors

If an officer has a change in employer and within sixty (60) days thereafter is not employed in the same membership class as originally elected, the Board may, in its discretion, terminate such director's term in office or permit such director to continue their term for the full or partial term of office.

Section 5. Term of Office and Election

The Directors shall be divided into three staggered classes, nearly as equal in number as possible. The terms of Directors shall be staggered. No Elected Director shall serve more than two (2) consecutive terms as a Director unless elected as an Officer. Each Director shall hold office for a term of three years, until the next election related to such Director's class, or until their earlier resignation, removal or death and their successors are duly elected and qualified (unless the Board has determined to reduce the number of Directors and has for this reason elected no successor to the Director in question). At each Annual Meeting of the Members, the successors of the class of Directors whose term expires at that meeting shall be elected by a majority of the Voting Members, such Directors to hold office for a term expiring at the annual meeting of Members held in the third year following the year of their election.

Section 6. Removal from Office

A Director may be removed for cause by a two-third vote of the Board of Directors.

Section 7. Meetings of the Board of Directors

The Board of Directors shall meet during the Annual Meeting or have Special Meetings as may be deemed necessary by the Chairperson of the Board. The Chairperson of the Board shall be required to call a meeting of the Board when requested to do so in writing by any four (4) members of the Board of Directors.

Section 8. Notice of Board Meetings

An electronic or hard copy notice of all meetings of the Board of Directors shall be provided to all members of the Board at least fourteen (14) days in advance prior to such meeting.

Section 9. Quorum

A simple majority of the Board of Directors fixed in accordance with Article VIII, Section 2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of the majority of the Directors present, or represented by absentee ballot in accordance with Article VIII, Section 11, at a meeting in which quorum is present, shall be the act of the Directors, unless a greater number is required by law or by the Articles of Incorporation.

Section 10. Vacancies

Vacancies in the Board of Directors, including any vacancy to be filled as a result of an increase in the number of Directors, other than the Office of Chairperson, shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired terms of their predecessor in office.

Section 11. Absentee Ballots

At all meetings of the Directors, a Director may vote in person or by absentee ballot. A Director unable to attend an Annual Meeting may request, no later than fourteen (14) days in advance, an absentee ballot to vote in the

annual election. Absentee ballots must be sent by electronic mail to the Director of Governance than four (4) days prior to the Annual Meeting. Absentee ballots shall be counted by the Election Tellers twenty-four (24) hours in advance of the meeting. The tally of absentee votes shall be included in the results of the election announced. In the case of a special meeting, a director unable to attend may request no later than ten (10) days prior to the special meeting an absentee ballot. Absentee ballots must be sent by electronic mail to the Director of Governance not later than four (4) days prior to a special meeting.

Section 12. Informal Action by Directors

Unless specifically prohibited by the Articles of Incorporation or these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote on such action. Any such consent signed by all the Directors shall have the same effect as a unanimous vote at a meeting and may be stated as such in any document filed.

Section 13. Meeting Formats

Directors can participate in and hold any Annual or Special Meetings in the following formats:

- **In-Person**:
  - Attending the meeting in person at a physical location designated for the meeting.
- **Telecommunication Options**:
  - Conference calls or similar audio communication tools that allow all participants to hear each other.
  - Suitable digital communication platforms, such as Zoom, Microsoft Teams, Google Meet, or any other video conferencing technology or internet-based system. This platform must include or be accompanied by a means to verify that each Member or appointed representative of the Member participating has authorized their involvement.

Participation in the meeting through these methods will be considered as attending in person, except if a member joins the meeting specifically to object to the transaction of any business on the grounds that the meeting was not lawfully called or convened.

ARTICLE IX – INDUSTRY COUNCILS

Section 1. Industry Councils

The Board of Directors may create Industry Councils to provide focus on issues and policies that are of specific relevance and importance to the constituencies they represent.

Section 2. Industry Council Chairperson and Representatives

The number of directors serving on each Industry Council shall initially consist of not more than fifteen (15) people, among whom the members of the Council shall appoint a Chairperson. Thereafter each Industry Council shall have the authority to determine the appropriate number of directors and their terms of office. No member of the council shall serve more than two (2) consecutive terms. No Industry Council Chairperson shall serve more than two (2) consecutive terms.

Each Industry Council is authorized to adopt such rules and procedures as are necessary to accomplish its objectives so long as such rules and procedures are consistent with the mission of IAEE or these bylaws.

Section 3. Statements and Recommendations

Each Industry Council is entitled to make statements or recommendations to applicable Government Agencies (as defined below) on the Industry Council's own behalf subject to the provisions of this Bylaw.

The Board of Directors each year shall identify as "Corporation-Wide Issues" a limited number of public policy matters that are of broad, cross-Industry Council interest to the exhibition industry as a whole.

Whenever two or more Industry Councils have an interest in the same public policy issue, the Industry Councils shall attempt to agree on a joint statement or recommendation to the Government Agency. If the Industry Councils are unable to agree, separate views may be submitted providing the following conditions are met:

i. Whenever practical, the proposed Industry Councils statement(s) shall be submitted to each Industry Council in advance of filing and efforts shall be made to reconcile differences, if any, between or among the Industry Councils.

ii. Each Industry Council statement should clearly indicate that it represents only the views of that Industry Council, and the statement must not imply that it reflects the views of any other Industry Council or of the Corporation as a whole.

iii. Industry Council statements must not contradict or conflict with the Corporation's statements on current Corporation-Wide Issues.

No statement purporting to represent the views of the Corporation shall be submitted to a Government Agency unless it has been authorized and approved by the Board of Directors, the Chairperson of the Board, and the Corporation's President and CEO or the staff member in charge of the Corporation's Government Relations.

When the Corporation desires to furnish comments or recommendations on a Government Agency proposal or document, the appropriate Industry Council staff person, whenever practical shall circulate the draft comments or recommendations among all Industry Councils. A Corporation staff person shall coordinate any input received on the draft comments or recommendations then submit the coordinated comments or recommendations to the Government Agency as representing the views of the Corporation.

For purposes of this Bylaw, the term "Government Agency" shall mean the executive, legislative and judicial branches of federal, state, and local governments; military departments, independent agencies and establishments, and government corporations; national or international organizations involved in making policy or developing standards; and any official, officer, or employee of any Government Agency.

ARTICLE X - COMMITTEES

Section 1. Executive Committee

An Executive Committee, composed of the Chairperson, Chairperson-Elect, Immediate Past

Chairperson, President and CEO (ex-officio), Secretary, Treasurer, and an at large member elected from the Board of Directors, may act for the Board of Directors between Board Meetings in all matters, except those specifically reserved to the Board by these Bylaws, pursuant to the delegation of authority of such Committee by the Board of Directors. The Executive Committee shall review the President's and CEO's budget for the Corporation and review recommendations regarding the investment of reserve funds. Actions of the Executive Committee shall be submitted for ratification at the next Board Meeting.

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Executive Committee.

Section 2. Nominating Committee

Within thirty (30) days after the Annual Meeting, the Chairperson of the Corporation shall appoint, with the advice and consent of the Board of Directors, a Nominating Committee of five (5) members, one of whom shall be the Immediate Past Chairperson of the Corporation, who shall serve as Chairperson of the Nominating Committee. The President and CEO shall be the staff liaison to the Nominating Committee and shall attend each meeting. The Nominating Committee shall prepare a slate of nominations for each office and directorship of the Corporation. The slate shall be presented to the Members of the Corporation to vote in accordance with this Article X, Section 2 of the Bylaws. No member of the Nominating Committee shall serve more than one (1) consecutive term.

At least thirty (30) days before the Annual Meeting, the Nominating Committee shall prepare a slate of candidates for each Directorship for presentation to the membership. Additional nominations for each Directorship may be made by submitting a petition signed by twenty-five (25) or more Members and be received by the Nominating Committee not later than twenty (20) days prior to the Annual Meeting. The Board of Directors shall have the authority to adopt appropriate election procedures.

Each nominee standing for election to the Board of Directors shall be a representative of a member organization in good standing.

Section 3. Election Tellers Committee

The Board of Directors shall appoint an impartial committee of three (3) Election Tellers. The Election Tellers shall count and verify all ballots cast during the Annual Business Meeting. The Committee of Election Tellers shall serve for only one (1) annual election. Members of the Board of Directors shall not be members of the Election Tellers Committee. After the verification of ballots by the Election Tellers Committee at the Annual Business Meeting, the Corporation will announce the results of the election.

Section 4. Audit Committee

The Audit Committee shall consist of three (3) members of the Board of Directors and two (2) Members at Large. Each member of the Audit Committee shall be financially literate, *e.g.*, shall be able to read and understand fundamental financial statements, including the Corporation's balance sheet, income statement and cash flow statement. A member of the Audit Committee may also not serve as a member of the Finance Committee.

The Audit Committee shall have the power to recommend to the Board of Directors the

appointment, compensation, retention and oversight of the work of the independent auditors, including being responsible for the resolution of any disagreements between management and the independent auditors regarding financial reporting; reviewing the independent auditors' proposed audit scope, approach and independence, and approving all engagement fees and terms; obtaining and considering a report from the auditors regarding all critical accounting policies and practices to be used, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Corporation, ramifications of such alternative disclosures and treatments, and the treatment preferred by the auditors, and any other material written or electronic communications between the independent auditors and management such as any management letter or schedule of unadjusted differences; discussing with the independent auditors the auditors' conclusions regarding the reasonableness of the judgments and estimates made in the preparation of the financial statements that may be viewed as critical as well as the clarity of the Corporation's financial disclosures; reviewing and approving in advance any transaction with a related party; establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls and auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; reviewing with management and the independent auditors any correspondence with regulators and any published reports that raise material issues regarding the Corporation's accounting practices; reviewing periodically with the Corporation's tax advisers the Corporation's status under applicable provisions of the Internal Revenue Code and any matters relevant to such status.

The Audit Committee will meet at least twice annually. The Audit Committee will meet in executive session at least twice a year and will meet separately with the independent auditors and management as it deems appropriate.

Section 5. Finance Committee

The Finance Committee shall consist of at least five (5) members and shall be chaired by the Treasurer. The Finance Committee shall be responsible for the oversight of the budget process, shall work with management and staff during the preparation and review of the annual budget and any reforecasts thereof, and shall have oversight of the long-term financial planning of the Corporation. The Finance Committee is also responsible for the oversight of all investments of the Corporation.

Section 6. Special Committees

The Chairperson of the Board of Directors shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committees shall be prescribed by the Chairperson of the Board of Directors upon their appointment.

Section 7. Quorum

Unless otherwise specifically provided for in these Bylaws, a quorum for the conduct of business at a Committee meeting shall consist of a simple majority of the people serving on a standing or such committee. A majority of those present and voting at any Committee Meeting will be required to take action.

ARTICLE XI - FINANCE

Section 1. Fiscal Year

The fiscal year of the Corporation shall begin on July 1st. The Corporation shall be subject to an annual audit at the end of its fiscal year by certified public accountants selected by the Board of Directors.

Section 2. Bonding

Every person entrusted with the handling of funds or property of the Corporation shall be bonded in such form and in such amount and with surety satisfaction to the Board, for any fraudulent or dishonest act or acts committed against the Corporation while acting alone or in collusion with others; the cost of said bond to be paid by the Corporation.

ARTICLE XII - CHAPTERS

Section 1. Establishment of Chapters

To establish a new Chapter, a minimum of ten (10) members of the Corporation in good standing from a clearly defined geographical area must sign a petition. The petition shall be reviewed and approved by the Board of Directors prior to the establishment of such Chapter. Every member of the Chapter shall be a Member of the IAEE, unless otherwise allowed by the Board of Directors.

Section 2. Chapter Bylaws

Chapter Bylaws must be consistent with the Corporation's Articles of Incorporation and the Corporation's Bylaws.

Section 3. Dues

Any proposed chapter due's structure is subject to prior approval of the Corporation's Board of Directors.

Section 4. Chapter Meetings

Each chapter shall have the right to hold meetings and conduct programs for the benefit of its chapter members, so long as they are compatible with the purposes and objectives of the Corporation.

Section 5. Responsibilities

Chapters shall operate so long as they are in conformity with the provisions of the IAEE Charter Document and shall be identified only as local chapters of the Corporation and shall not at any time purport to represent the Corporation.

Section 6. Chapter Dues

The IAEE Board of Directors shall annually allocate a portion of the dues it collects from its Member for the support of each Chapter, which shall be remitted to each Chapter the month following the month the dues were received.

Section 7. Chapter Reports

The Corporation shall provide a monthly report to each chapter containing a complete roster of Members eligible to participate in such chapter.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are consistent

with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE XIV INSURANCE ; INDEMNIFICATION

Section 1. Insurance

The Corporation will purchase such insurance as required to protect the Officers, Directors, and employees who establish and execute the policies, programs, and activities of the Corporation.

Section 2. Indemnification

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all its past and present Directors, Officers, and employees, for any and all necessary expenses incurred by them in connection with the defense of any action, suit or proceeding arising out of their relationship with the Corporation.

ARTICLE XV - AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new bylaws adopted, by the affirmative vote of a majority of the Board of Directors. Alternatively, a petition to amend or repeal these Bylaws may be submitted in writing to the Board of Directors signed by any fifty (50) Voting Members in good standing. This petition and the recommendations of the Board of Directors shall be sent to each Voting Member thirty (30) days in advance of the next meeting of the Members. A two-thirds vote of the Members entitled to vote at such meeting shall be required for the adoption of the proposed amendment.

ARTICLE XVI - DISSOLUTION

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no Member of the Corporation shall have the rights or interest in or to the property or assets of the Corporation. In the event of the dissolution of the Corporation, the Board of Directors shall distribute any assets remaining after the discharge of all liabilities, for charitable, scientific, or educational purposes.